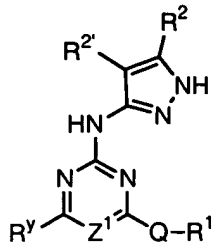
IN THE CLAIMS:

Please cancel claims 2-7, 20-23, and 26-28 without prejudice, amend claims 1 and 8-14, and add new claims 32-34 as follows:

1. (Currently amended) A compound of formula II:



II

or a pharmaceutically acceptable salt ~~derivative~~ or prodrug thereof, wherein:

Z^1 is ~~nitrogen or~~ CR^8;

R^y is $Z\text{-}R^{3'}$ or an optionally substituted group selected from C_{1-6} aliphatic, C_{6-10} aryl, a heteroaryl ring having 5-10 ring atoms, or a heterocyclyl ring having 5-10 ring atoms, or R^y and R^8 are taken together to form a fused, optionally substituted 5-7 membered, unsaturated or partially unsaturated, ring having 0-3 ring heteroatoms selected from nitrogen, oxygen, or sulfur;

Q is selected from $-N(R^4)-$, -O-, –S-, or $-CH(R^6)-$;

R^1 is T-(Ring D);

Ring D is a ~~5~~ 6-7 membered monocyclic ring or 8-10 membered bicyclic ring selected from aryl, heteroaryl, heterocyclyl or carbocyclyl, said heteroaryl or heterocyclyl ring having 1-4 ring heteroatoms selected from nitrogen, oxygen or sulfur, wherein each substitutable ring carbon of Ring D is independently substituted by oxo, $T\text{-}R^5$, or $V\text{-}Z\text{-}R^5$, and each substitutable ring nitrogen of Ring D is independently substituted by $-R^4$;

T is a valence bond or a C_{1-4} alkylidene chain, wherein when Q is $-CH(R^6)-$, a methylene unit of said C_{1-4} alkylidene chain is optionally replaced by -O-, -S-, $-N(R^4)-$, -CO-, -CONH-, -NHCO-, $-SO_2-$, $-SO_2NH-$, $-NHSO_2-$, $-CO_2-$, -OC(O)-, -OC(O)NH-, or $-NHCO_2-$;

Z is a C_{1-4} alkylidene chain;

L is –O-, -S-, -SO-, $-SO_2-$, $-N(R^6)SO_2-$, $-SO_2N(R^6)-$, $-N(R^6)-$, -CO-, $-CO_2-$, $-N(R^6)CO-$, $-N(R^6)C(O)O-$, $-N(R^6)CON(R^6)-$, $-N(R^6)SO_2N(R^6)-$, $-N(R^6)N(R^6)-$, $-C(O)N(R^6)-$, $-OC(O)N(R^6)-$, $-C(R^6)_2O-$, $-C(R^6)_2S-$, $-C(R^6)_2SO-$, $-C(R^6)_2SO_2-$, $-C(R^6)_2SO_2N(R^6)-$,

$-C(R^6)_2N(R^6)-$, $-C(R^6)_2N(R^6)C(O)-$, $-C(R^6)_2N(R^6)C(O)O-$, $-C(R^6)=NN(R^6)-$, $-C(R^6)=N-O-$, $-C(R^6)_2N(R^6)N(R^6)-$, $-C(R^6)_2N(R^6)SO_2N(R^6)-$, or $-C(R^6)_2N(R^6)CON(R^6)-$;

R^2 and $R^{2'}$ are independently selected from -R, $-T-W-R^6$, or R^2 and $R^{2'}$ are taken together with their intervening atoms to form a fused, 5-8 membered, unsaturated or partially unsaturated, ring having 0-3 ring heteroatoms selected from nitrogen, oxygen, or sulfur, wherein each substitutable ring carbon of said fused ring formed by R^2 and $R^{2'}$ is independently substituted by halo, oxo, -CN, $-NO_2$, $-R^7$, or $-V-R^6$, and each substitutable ring nitrogen of said ring formed by R^2 and $R^{2'}$ is independently substituted by R^4;

$R^{3'}$ is selected from -halo, -OR, $-C(=O)R$, $-CO_2R$, -COCOR, $-COCH_2COR$, $-NO_2$, -CN, $-S(O)R$, $-S(O)_2R$, -SR, $-N(R^4)_2$, $-CON(R^7)_2$, $-SO_2N(R^7)_2$, $-OC(=O)R$, $-N(R^7)COR$, $-N(R^7)CO_2(C_{1-6}$ aliphatic), $-N(R^4)N(R^4)_2$, $-C=NN(R^4)_2$, -C=N-OR, $-N(R^7)CON(R^7)_2$, $-N(R^7)SO_2N(R^7)_2$, $-N(R^4)SO_2R$, $-OC(=O)N(R^7)_2$, or an optionally substituted group selected from C_{1-6} aliphatic, C_{6-10} aryl, a heteroaryl ring having 5-10 ring atoms, or a heterocyclyl ring having 5-10 ring atoms;

each R is independently selected from hydrogen or an optionally substituted group selected from C_{1-6} aliphatic, C_{6-10} aryl, a heteroaryl ring having 5-10 ring atoms, or a heterocyclyl ring having 5-10 ring atoms;

each R^4 is independently selected from $-R^7$, $-COR^7$, $-CO_2$(optionally substituted C_{1-6} aliphatic), $-CON(R^7)_2$, or $-SO_2R^7$;

each R^5 is independently selected from -R, halo, -OR, $-C(=O)R$, $-CO_2R$, -COCOR, $-NO_2$, -CN, $-S(O)R$, $-SO_2R$, -SR, $-N(R^4)_2$, $-CON(R^4)_2$, $-SO_2N(R^4)_2$, $-OC(=O)R$, $-N(R^4)COR$, $-N(R^4)CO_2$(optionally substituted C_{1-6} aliphatic), $-N(R^4)N(R^4)_2$, $-C=NN(R^4)_2$, -C=N-OR, $-N(R^4)CON(R^4)_2$, $-N(R^4)SO_2N(R^4)_2$, $-N(R^4)SO_2R$, or $-OC(=O)N(R^4)_2$;

V is –O-, -S-, -SO-, $-SO_2-$, $-N(R^6)SO_2-$, $-SO_2N(R^6)-$, $-N(R^6)-$, -CO-, $-CO_2-$, $-N(R^6)CO-$, $-N(R^6)C(O)O-$, $-N(R^6)CON(R^6)-$, $-N(R^6)SO_2N(R^6)-$, $-N(R^6)N(R^6)-$, $-C(O)N(R^6)-$, $-OC(O)N(R^6)-$, $-C(R^6)_2O-$, $-C(R^6)_2S-$, $-C(R^6)_2SO-$, $-C(R^6)_2SO_2-$, $-C(R^6)_2SO_2N(R^6)-$, $-C(R^6)_2N(R^6)-$, $-C(R^6)_2N(R^6)C(O)-$, $-C(R^6)_2N(R^6)C(O)O-$, $-C(R^6)=NN(R^6)-$, $-C(R^6)=N-O-$, $-C(R^6)_2N(R^6)N(R^6)-$, $-C(R^6)_2N(R^6)SO_2N(R^6)-$, or $-C(R^6)_2N(R^6)CON(R^6)-$;

W is $–C(R^6)_2O-$, $-C(R^6)_2S-$, $-C(R^6)_2SO-$, $-C(R^6)_2SO_2-$, $-C(R^6)_2SO_2N(R^6)-$, $-C(R^6)_2N(R^6)-$, -CO-, $-CO_2-$, $-C(R^6)OC(O)-$, $–C(R^6)OC(O)N(R^6)-$, $-C(R^6)_2N(R^6)CO-$, $-C(R^6)_2N(R^6)C(O)O-$, $-C(R^6)=NN(R^6)-$, $-C(R^6)=N-O-$, $-C(R^6)_2N(R^6)N(R^6)-$, $-C(R^6)_2N(R^6)SO_2N(R^6)-$, $-C(R^6)_2N(R^6)CON(R^6)-$, or $-CON(R^6)-$;

each R^6 is independently selected from hydrogen or an optionally substituted C_{1-4} aliphatic group, or two R^6 groups on the same nitrogen atom are taken together with the nitrogen atom to form a 5-6 membered heterocyclyl or heteroaryl ring;

each R^7 is independently selected from hydrogen or an optionally substituted C_{1-6} aliphatic group, or two R^7 on the same nitrogen are taken together with the nitrogen to form a 5-8 membered heterocyclyl or heteroaryl ring; and

R^8 is selected from -R, halo, -OR, -C(=O)R, $-CO_2R$, -COCOR, $-NO_2$, -CN, -S(O)R, $-SO_2R$, -SR, $-N(R^4)_2$, $-CON(R^4)_2$, $-SO_2N(R^4)_2$, $-OC(=O)R$, $-N(R^4)COR$, $-N(R^4)CO_2$(optionally substituted C_{1-6} aliphatic), $-N(R^4)N(R^4)_2$, $-C=NN(R^4)_2$, -C=N-OR, $-N(R^4)CON(R^4)_2$, $-N(R^4)SO_2N(R^4)_2$, $-N(R^4)SO_2R$, or $-OC(=O)N(R^4)_2$; provided that when Q is -NH- and R^y and R^8 are taken together, R^1 is other than pyrazol-3-yl or a bicyclic ring system containing said pyrazol-3-yl ring.

2. (Canceled).

3. (Canceled).

4. (Canceled).

5. (Canceled)

6. (Canceled).

7. (Canceled)

6. (Canceled).

7. (Canceled).

8. (Currently amended) The compound according to claim 1, wherein ~~Z^1 is CR^8 and~~ said compound has one or more features selected from the group consisting of:

(a) R^y is $Z\text{-}R^{3'}$ or an optionally substituted group selected from C_{1-6} aliphatic, 5-6 membered heterocyclyl, phenyl, or 5-6 membered heteroaryl, wherein Z is a methylene and $R^{3'}$ is $-N(R^4)_2$, -OR, or an optionally substituted group selected

from C_{1-6} aliphatic, C_{6-10} aryl, a heteroaryl ring having 5-10 ring atoms, or a heterocyclyl ring having 5-10 ring atoms;

(b) R^1 is T-(Ring D), wherein T is a valence bond or a methylene unit;

(c) Ring D is a a ~~5~~ 6-7 membered monocyclic or an 8-10 membered bicyclic aryl or heteroaryl ring; and

(d) R^2 is –R or –T-W-R^6 and $R^{2'}$ is hydrogen, or R^2 and $R^{2'}$ are taken together to form an optionally substituted benzo ring.

9. (Currently amended) The compound according to claim 8, wherein:

(a) R^y is Z-$R^{3'}$ or an optionally substituted group selected from C_{1-6} aliphatic, 5-6 membered heterocyclyl, phenyl, or 5-6 membered heteroaryl, wherein Z is a methylene and $R^{3'}$ is -$N(R^4)_2$, -OR, or an optionally substituted group selected from C_{1-6} aliphatic, C_{6-10} aryl, a heteroaryl ring having 5-10 ring atoms, or a heterocyclyl ring having 5-10 ring atoms;

(b) R^1 is T-(Ring D), wherein T is a valence bond or a methylene unit;

(c) Ring D is a ~~5~~ 6-7 membered monocyclic or an 8-10 membered bicyclic aryl or heteroaryl ring; and

(d) R^2 is –R or –T-W-R^6 and $R^{2'}$ is hydrogen, or R^2 and $R^{2'}$ are taken together to form an optionally substituted benzo ring.

10. (Currently amended) The compound according to claim 8, wherein said compound has one or more features selected from the group consisting of:

(a) R^y is an optionally substituted group selected from C_{1-6} aliphatic, 5-6 membered heterocyclyl, phenyl, or 5-6 membered heteroaryl;

(b) R^1 is T-(Ring D), wherein T is a valence bond, and Q is -S-, -NH-, or -CH_2-;

(c) Ring D is a ~~5~~-6 membered monocyclic or an 8-10 membered bicyclic aryl or heteroaryl ring; and

(d) R^2 is –R and $R^{2'}$ is hydrogen, wherein R is selected from hydrogen, C_{1-6} aliphatic, phenyl, a 5-6 membered heteroaryl ring, or a 5-6 membered heterocyclic ring.

11. (Currently amended) The compound according to claim 10, wherein:

(a) R^y is an optionally substituted group selected from C_{1-6} aliphatic, 5-6 membered heterocyclyl, phenyl, or 5-6 membered heteroaryl;

(b) R^1 is T-(Ring D), wherein T is a valence bond, and Q is -S-, -NH-, or -CH_2-;

(c) Ring D is a ~~5-~~6 membered monocyclic or an 8-10 membered bicyclic aryl or heteroaryl ring; and

(d) R^2 is –R and $R^{2'}$ is hydrogen, wherein R is selected from hydrogen, C_{1-6} aliphatic, phenyl, a 5-6 membered heteroaryl ring, or a 5-6 membered heterocyclic ring.

12. (Currently amended) The compound according to claim 10, wherein said compound has one or more features selected from the group consisting of:

(a) R^y is selected from 2-pyridyl, 4-pyridyl, pyrrolidinyl, piperidinyl, morpholinyl, piperazinyl, methyl, ethyl, cyclopropyl, isopropyl, t-butyl, alkoxyalkylamino, alkoxyalkyl, alkyl- or dialkylamino, alkyl- or dialkylaminoalkoxy, acetamido, optionally substituted phenyl, or methoxymethyl, or R^y and R^8 are taken together to form a 5-6 membered unsaturated or partially unsaturated ring having 0-2 heteroatoms selected from nitrogen, oxygen, or sulfur;

(b) R^1 is T-(Ring D), wherein T is a valence bond and Ring D is a ~~5-~~6 membered aryl or heteroaryl ring, wherein Ring D is optionally substituted with one to two groups selected from -halo, -CN, $-NO_2$, $-N(R^4)_2$, optionally substituted C_{1-6} aliphatic group, -OR, $-CO_2R$, $-CONH(R^4)$, $-N(R^4)COR$, $-N(R^4)SO_2R$, $-N(R^6)COCH_2CH_2N(R^4)_2$, or $-N(R^6)COCH_2CH_2CH_2N(R^4)_2$, and Q is -S- or -NH-; and

(c) R^2 is hydrogen or a substituted or unsubstituted C_{1-6} aliphatic, and L is –O-, -S-, or –NH-.

13. (Currently amended) The compound according to claim 12, wherein:

(a) R^y is selected from 2-pyridyl, 4-pyridyl, pyrrolidinyl, piperidinyl, morpholinyl, piperazinyl, methyl, ethyl, cyclopropyl, isopropyl, t-butyl, alkoxyalkylamino, alkoxyalkyl, alkyl- or dialkylamino, alkyl- or dialkylaminoalkoxy, acetamido, optionally substituted phenyl, or methoxymethyl, or R^y and R^8 are taken together to form a 5-6 membered unsaturated or partially unsaturated ring having 0-2 heteroatoms selected from nitrogen, oxygen, or sulfur;

(b) R^1 is T-(Ring D), wherein T is a valence bond and Ring D is a ~~5-~~6 membered aryl or heteroaryl ring, wherein Ring D is optionally substituted with one to two groups selected from -halo, -CN, $-NO_2$, $-N(R^4)_2$, optionally substituted C_{1-6} aliphatic group, -OR, $-CO_2R$, $-CONH(R^4)$, $-N(R^4)COR$, $-N(R^4)SO_2R$,

$-N(R^6)COCH_2CH_2N(R^4)_2$, or $-N(R^6)COCH_2CH_2CH_2N(R^4)_2$, and Q is -S- or -NH-; and

(c) R^2 is hydrogen or a substituted or unsubstituted C_{1-6} aliphatic, and L is –O-, -S-, or –NH-.

14. (Currently amended) A compound selected from the group consisting of:

~~6-Benzyl-*N*-(1*H*-indazol-6-yl)-*N'*-(5-methyl-1*H*-pyrazol-3-yl)-[1,3,5]-triazine-2,4-diamine;~~

~~6-Methyl-*N*-(5-methyl-1*H*-pyrazol-3-yl)-*N'*-pyridine-3-ylmethyl-[1,3,5]-triazine-2,4-diamine;~~

~~*N*-(4-{4-(5-Methyl-1*H*-pyrazol-3-ylamino)-6-[(pyridine-3-ylmethyl)-amino]-[1,3,5]-triazine-2-ylamino}-phenyl)-methanesulfonamide;~~

~~*N*-{4-[4-(2-Methoxy-ethylamino)-6-(5-methyl-1*H*-pyrazol-3-ylamino)-[1,3,5]-triazine-2-ylsulfanyl]-phenyl}-acetamide;~~

~~[4-(3-Dimethylamino-propoxy)-6-(thiophen-2-ylmethylsulfanyl)-[1,3,5]-triazine-2-yl]-(5-methyl-1*H*-pyrazol-3-yl)-amine;~~

~~[4-(Benzothiazol-6-ylsulfanyl)-6-phenylsulfanyl-[1,3,5]-triazine-2-yl]-(5-methyl-1*H*-pyrazol-3-yl)-amine;~~

~~*N*-(5-Cyclopropyl-1*H*-pyrazol-3-yl)-*N'*-(1*H*-indazol-6-yl)-6-(1-methyl-piperidin-4-yloxy)-[1,3,5]-triazine-2,4-diamine;~~

~~(4-{4-(5-Cyclopropyl-1*H*-pyrazol-3-ylamino)-6-[(pyridine-3-ylmethyl)-amino]-[1,3,5]-triazine-2-yloxy}-phenyl)-acetonitrile;~~

~~(4-Benzyl-6-methyl-[1,3,5]-triazine-2-yl)-(5-cyclopropyl-1*H*-pyrazol-3-yl)-amine;~~

~~*N*-(5-Cyclopropyl-1*H*-pyrazol-3-yl)-*N'*-(2-methoxyethyl)-6-(thiophen-2-ylmethylsulfanyl)-[1,3,5]-triazine-2,4-diamine;~~

~~[4-(Benzothiazol-6-ylsulfanyl)-6-(3-dimethylamino-propoxy)-[1,3,5]-triazin-2-yl]-(5-cyclopropyl-1*H*-pyrazol-3-yl)-amine;~~

~~*N*-{4-[4-(5-Cyclopropyl-1*H*-pyrazol-3-ylamino)-6-(1-methyl-piperidin-4-yloxy)-[1,3,5]-triazine-2-yl-sulfanyl]-phenyl}-acetamide;~~

~~{4-[4-Benzyl-6-(1*H*-indazol-3-ylamino)-[1,3,5]-triazine-2-yloxy]-phenyl}-acetonitrile;~~

~~(4-Benzyloxy-6-methyl-[1,3,5]-triazine-2-yl)-(1*H*-indazol-3-yl)-amine;~~

6-Benzyl-N^4-(1*H*-indazol-6-yl)-N^2-(5-methyl-1*H*-pyrazol-3-yl)-pyrimidine-2,4-diamine;

6-Methyl-N^2-(5-methyl-1*H*-pyrazol-3-yl)-N^4-pyridine-3-ylmethyl-pyrimidine-2,4-diamine;

N-(4-{2-(5-Methyl-1*H*-pyrazol-3-ylamino)-6-[(pyridin-3-ylmethyl)-amino]-pyrimidin-4-ylamino}-phenyl)-methanesulfonamide;

N^2-(5-Cyclopropyl-1*H*-pyrazol-3-yl)-N^4-(2-methoxy-ethyl)-6-(thiophen-2-ylmethylsulfanyl)-pyrimidine-2,4-diamine;

[4-(Benzothiazol-6-ylsulfanyl)-6-(3-dimethylamino-propoxy)-pyrimidin-2-yl]-(5-cyclopropyl-1*H*-pyrazol-3-yl)-amine;

N-(4-[2-(5-Cyclopropyl-1*H*-pyrazol-3-ylamino)-6-(1-methyl-piperidin-4-yloxy)-pyrimidin-4-ylsulfanyl]-phenyl}-acetamide;

N-{4-[2-(5-Methyl-1*H*-pyrazol-3-ylamino)-quinazolin-4-ylsulfanyl]-phenyl}-acetamide;

[4-(Benzothiazol-6-ylsulfanyl)-quinazolin-2-yl-(5-methyl-1*H*-pyrazol-3-yl)-amine;

{4-[2-(5-Cyclopropyl-1*H*-pyrazol-3-ylamino)-quinazolin-4-yloxy]-phenyl}-acetonitrile;

(5-Cyclopropyl-1*H*-pyrazol-3-yl)-[4-(3-methoxy-benzyl)-quinazolin-2-yl]-amine;

N^2-(1*H*-Indazol-6-yl)-N^4-pyridin-3-ylmethyl-quinazoline-2,4-diamine; and

(4-(Benzyloxy-quinazolin-2-yl-(1*H*-indazol-3-yl)-amine.

15. (Original) A composition comprising a compound according to any one of claims 1-14, and a pharmaceutically acceptable carrier.

16. (Original) The composition according to claim 15, further comprising an additional therapeutic agent.

17. (Original) A method of inhibiting Aurora-2 or GSK-3 activity in a biological sample comprising the step of contacting said biological sample with a compound according to any one of claims 1-14.

18. (Original) A method of inhibiting Aurora-2 activity in a patient comprising the step of administering to said patient a composition according to claim 15.

19. (Original) A method of inhibiting Aurora-2 activity in a patient comprising the step of administering to said patient a composition according to claim 16.

20. (Canceled).

21. (Canceled).

22. (Canceled).

23. (Canceled).

24. (Original) A method of inhibiting GSK-3 activity in a patient comprising the step of administering to said patient a composition according to claim 15.

25. (Original) A method of inhibiting GSK-3 activity in a patient comprising the step of administering to said patient a composition according to claim 16.

26. (Canceled).

27. (Canceled).

28. (Canceled).

29. (Original) A method of enhancing glycogen synthesis or lowering blood levels of glucose in a patient in need thereof, which method comprises administering to said patient a therapeutically effective amount of a composition according to claim 15.

30. (Original) A method of inhibiting the production of hyperphosphorylated Tau protein in a patient, which method comprises administering to a patient in need thereof a therapeutically effective amount of a composition according to claim 15.

31. (Original) A method of inhibiting the phosphorylation of β-catenin, which method comprises administering to a patient in need thereof a therapeutically effective amount of a composition according to claim 15.

32. (New) A method of treating solid tumors in a patient in need thereof, which method comprises administering to said patient a composition according to claim 15.

33. (New) The method according to claim 32, wherein said cancer is melanoma, lymphoma, neuroblastoma, leukemia, or a cancer selected from colon, breast, lung, kidney, ovary, pancreatic, renal, CNS, cervical, prostate, or cancer of the gastric tract.

34. (New) A method of method of treating diabetes, Alzheimer's disease, schizophrenia, cardiomycete hypertrophy, or reperfusion/ischemia in a patient in need thereof, which method comprises administering to said patient a therapeutically effective amount of a composition according to claim 15.